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*Counsel for Richard Arrowsmith, Liquidating
Trustee of the HDL Liquidating Trust*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
Richmond Division**

In re:

**HEALTH DIAGNOSTIC LABORATORY, INC., et
al.,**

Debtors. ¹

Chapter 11

Case No.: 15-32919-KRH

Jointly Administered

**LIQUIDATING TRUSTEE'S QUARTERLY REPORT
FOR PERIOD ENDING JUNE 30, 2024**

Richard Arrowsmith, in his capacity as Liquidating Trustee of the HDL Liquidating Trust (the “**Liquidating Trustee**”), appointed pursuant to the confirmed Modified Second Amended Plan of Liquidation (the “**Plan**”)² of the Debtors (the “**Debtors**” or “**HDL**”) in these jointly administered bankruptcy cases (the “**Chapter 11 Cases**”), by his undersigned counsel, hereby files the Liquidating Trustee’s Quarterly Report for the period ending June 30, 2024, in accordance

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, are: Health Diagnostic Laboratory, Inc. (0119), Central Medical Laboratory, LLC (2728), and Integrated Health Leaders, LLC (2434).

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Plan.

with section 6.5(c)(21) of the Plan. The Liquidating Trustee respectfully states as follows:

BACKGROUND

1. Section 6.5(c)(21) of the Plan requires the Liquidating Trustee to provide the following:

Within thirty (30) days after the end of the first full month following the Effective Date, and within twenty (20) days after the end of each quarter thereafter, (a) file with the Court and provide to the Liquidating Trust Oversight Committee a report setting forth (i) the receipt and disposition by the Liquidating Trustee of property of the Estates during such period, including the amounts, recipients and dates of any Distribution and any payments to the Liquidating Trustee and professionals, employees, and consultants of the Liquidating Trust, (ii) any Disputed Claims resolved by the Liquidating Trustee, (iii) all known material non-Cash assets of the Debtors remaining to be disposed of, and (iv) the status of all Litigation Claims; and (b) provide to the Liquidating Trust Oversight Committee a report setting forth (i) an itemization of all expenses the Liquidating Trustee anticipates will become due and payable within the subsequent quarter, and (ii) the Liquidating Trustee's forecast of cash receipts and expenses for the subsequent quarter.

2. The reporting period is April 1, 2024 through June 30, 2024 (the “**Reporting Period**”).

RECEIPT AND DISPOSITION OF PROPERTY OF THE ESTATE

3. During the Reporting Period, the Liquidating Trustee made interim claim distributions in the total amount of \$3,955,503³ as set forth in **Exhibit A** attached hereto. These distributions were reduced by \$47,117 due to reissues and voids of prior interim claim distributions for a net distribution total of \$3,908,386. In addition, these distributions do not include \$3,425,532 that was distributed to the Department of Justice pursuant to the Intercreditor Agreement.

4. During the Reporting Period, the Liquidating Trustee was paid \$15,000 on April 24, 2024, May 21, 2024, and June 21, 2024, for a total amount of \$45,000.⁴

5. During the Reporting Period, professionals, employees, and consultants of the

³ All figures contained herein are rounded to the nearest dollar.

⁴ These payments are included in the monies paid to FTI Consulting, Inc. set forth in Paragraph 5 below.

Liquidating Trust were paid \$719,996. The recipients, dates of payment, and amounts paid are as follows:

<u>Professional</u>	<u>Date</u>	<u>Amount Paid</u>
Aird & Berlis LLP	5/20/24	\$ 3,829
Aird & Berlis LLP	6/18/24	2,169
Alvarez and Marsal Healthcare Industry Group	4/24/24	6,052
Alvarez and Marsal Healthcare Industry Group	5/21/24	11,303
Alvarez and Marsal Healthcare Industry Group	6/21/24	13,000
Ankura Consulting Group LLC	4/24/24	51,000
Christian & Small Attorneys	5/21/24	295
Frejka PLLC Bankruptcy Corp Litig.	6/18/24	10,703
FTI Consulting Inc.	4/24/24	129,386
FTI Consulting Inc.	5/21/24	21,819
FTI Consulting Inc.	6/21/24	30,153
Hirschler Fleischer	4/24/24	166,932
Hirschler Fleischer	5/21/24	63,612
Hirschler Fleischer	6/21/24	72,216
Jennnbren Inc.	6/21/24	6,837
Keiter	4/24/24	13,447
Keiter	5/21/24	12,945
Keiter	6/21/24	20,667
Nelson Mullins Riley & Scarborough LLP	5/21/24	21,367
Nelson Mullins Riley & Scarborough LLP	6/21/24	45,911
Polsinelli PC	4/24/24	8,202
Polsinelli PC	6/21/24	8,122
		\$ 719,966

6. A summary of disbursements and cash flow during the Reporting Period is as follows:

DESCRIPTION	AMOUNT (\$ in Thousands)
Receipts	\$ 6,895
Disbursements	(1,743)
Net Cash Flow Before Distributions	5,152

DOJ Intercreditor Distributions ⁵	(3,426)
Payment of Allowed Claims	(3,908)
Net Cash Flow	\$ (2,182)
Starting Book Cash	\$ 3,760
Ending Book Cash	\$ 1,578

ALL KNOWN REMAINING AND MATERIAL NON-CASH ASSETS OF THE DEBTORS

7. All known and material non-cash assets of the Debtors that remain to be disposed include the following deposits and notes receivable:

NON-CASH ASSETS	VALUE (\$ in Thousands)
Deposits	\$30
Notes Receivable	\$35
Total	\$65

STATUS OF LITIGATION CLAIMS

8. The updated status of Litigation Claims involving HDL is as follows:

CASE INFORMATION	COURT	STATUS
<i>Richard Arrowsmith, Liquidating Trustee of HDL Liquidating Trust v. G. Russell Warnick, et al. (the “D&O Action”)</i>	U.S. Bankruptcy Court Eastern District of Virginia Case No. 16-03271-KRH	Ongoing
<i>Richard Arrowsmith, Liquidating Trustee of the HDL Liquidating Trust v. Latonya S. Mallory, et al. (the “Tax Action”)</i>	U.S. Bankruptcy Court Eastern District of Virginia Case No. 17-04300	Ongoing [Consolidated for purposes of Joint Administration with the D&O Action]

⁵ The DOJ Intercreditor Distributions are not subject to U.S. Trustee fees.

<i>Blue Eagle Farming, LLC, et al.</i> <i>Jointly Administered with H J Farming, LLC, Eagle Ray Investments, LLC, War-Horse Properties, LLLP, Blue Smash Investments, LLC, Armor Light, LLC, Forse Investments, LLC and Robert Bradford Johnson</i>	U.S. Bankruptcy Court Northern District of Alabama Case No. 18-02395-TOM11	Ongoing [All plans have been confirmed and are now effective, incorporating settlements with debtors and related third parties, and the liquidation of assets is complete]
<i>Aetna, Inc. v. Health Diagnostic Laboratory, Inc., BlueWave Healthcare Consultants, Inc., Floyd Calhoun Dent, III, Robert Bradford Johnson, and Latonya Mallory</i>	U.S. Bankruptcy Court Eastern District of Virginia Case No. 16-03349-KRH	Administratively Stayed [Liquidating Trustee working to dismiss action with prejudice]
<i>Richard Arrowsmith, Liquidating Trustee of the HDL Liquidating Trust v. Floyd Calhoun Dent III, et al. (“Constructive Trust Action”)</i>	U.S. Bankruptcy Court Eastern District of Virginia Case No. 18-03022-KRH	Administratively Stayed [Liquidating Trustee working to dismiss action with prejudice]
<i>Health Diagnostic Laboratory, Inc. v. Boston Heart Diagnostics Corporation</i>	U.S. District Court For the Eastern District of Virginia Case No. 3:14-cv-00796-HEH	Action Stayed [Dismissal with prejudice in process]
<i>Boston Heart Diagnostics Corporation v. Health Diagnostic Laboratory, Inc.</i>	U.S. District Court For the District of Massachusetts Case No. 1:13-cv-13111-IT	Administratively Closed [Dismissal with prejudice in process]
<i>To Be Determined</i>	Additional claims and causes of action are being pursued by the Liquidating Trustee which will result in significant additional recoveries for the estate and its creditors.	

The Liquidating Trustee is working to close as many Litigation Claims as possible prior to the next reporting period.

9. In addition to the above, as of March 31, 2024, there were ninety-two (92) adversary proceedings to avoid transfers of the Debtors’ property. During the Reporting Period, no additional adversary proceedings were closed and ninety-two (92) remain open. The Liquidating

Trustee has also pursued a number of recovery actions pursuant to section 550 of the Bankruptcy Code (the “**550 Actions**”). As of the close of the Reporting Period, all 550 Actions have been filed, litigated through trial where necessary, and approximately one hundred and fifty (150) have been resolved. Two (2) of the 550 Actions are open, active, and on appeal.

10. The current status of creditor claims is as follows:

Claim Class	Total Claims Filed / Scheduled ⁶ (\$ in Thousands)	Less: Resolved (\$ in Thousands)	Total Current Claims (\$ in Thousands)
503(b)(9)	\$1,736	(\$1,736)	-
Administrative	\$1,206,117	(\$1,206,117)	-
Priority	\$901	(\$870)	\$31
Secured	\$126,519	(\$126,519)	-
General Unsecured	\$1,909,589	(\$1,711,359)	\$198,230
Subordinated	-	\$98,642	\$98,642
	<u>\$ 3,244,862</u>	<u>(\$2,947,960)</u>	<u>\$296,902</u>

11. The Post-Confirmation Report required by the United States Trustee is attached hereto as **Exhibit B** and will also be filed as a separate docket entry.

CONCLUSION

WHEREFORE, in accordance with section 6.5(c)(21) of the Plan, the Liquidating Trustee respectfully provides the Court with the *Liquidating Trustee’s Quarterly Report for Period Ending June 30, 2024*.

⁶ Total Claims Filed / Scheduled counts each claim one time. If a scheduled claim matches a proof of claim, then only the proof of claim is counted. If a claim was scheduled as contingent / unliquidated / disputed, and no proof of claim was filed, the scheduled claim has been removed as inactive. If a scheduled claim is not disputed, and no proof of claim was filed, the scheduled claim is counted in the Total Claims Filed / Scheduled amount.

Dated: July 19, 2024

Respectfully submitted,

/s/ Robert S. Westermann

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*Counsel for Richard Arrowsmith, Liquidating
Trustee of the HDL Liquidating Trust*

CERTIFICATE OF SERVICE

I hereby certify that on July 19, 2024, I electronically filed the foregoing with the Clerk of Court using the CM/ECF system, which then sent a notification of such filing to all counsel of record registered with the CM/ECF system.

/s/ Robert S. Westermann

Robert S. Westermann

Exhibit A

[Interim Claim Distributions during the Reporting Period]

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
Richmond Division**

In re:

HEALTH DIAGNOSTIC LABORATORY, INC., *et al.*,

Debtors.¹

Chapter 11

Case No.: 15-32919-KRH

Jointly Administered

**INTERIM CLAIM DISTRIBUTIONS FOR
PERIOD ENDING JUNE 30, 2024**

<u>Name</u>	<u>Date</u>	<u>Amount Paid</u>
Aetna Inc	5/28/24	\$ 998,861
AFMS LLC	5/28/24	1,442
Argo Partners	5/28/24	40,258
ASM Capital V LP As Assignee	5/28/24	1,035
ASM Capital V LP As Assignee	5/28/24	806
Atlantic Resource Group Inc	5/28/24	521
Bank Of The West	5/28/24	14,482
Biotex Axis Of California Llc	5/28/24	726
Bradford Capital Holdings LP As Assignee Of	5/28/24	6,659
Bradford Capital Holdings LP As Assignee Of	5/28/24	2,565
Bradford Capital Holdings LP As Assignee Of	5/28/24	41,231
Bradford Capital Holdings LP As Assignee Of	5/28/24	6,499
Bradford Capital Holdings LP As Assignee Of	5/28/24	4,418
Cain Brothers, A Division Of Keybank Capital Markets	5/28/24	1,087
CDW	5/28/24	1,473
Cedar Glade Capital, LLC	5/28/24	13,064
Cedar Glade Cgic LP As Assignee Of	5/28/24	1,513,425
Cedar Glade LP	5/28/24	15,593
Cedar Glade LP As Assignee Of	5/28/24	3,271
Cedar Glade LP As Assignee Of	5/28/24	1,211
Cedar Glade LP As Assignee Of	5/28/24	1,471
Certifagift Company	5/28/24	1,853

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: Health Diagnostic Laboratory, Inc. (0119), Central Medical Laboratory, LLC (2728), and Integrated Health Leaders, LLC (2434).

Claims Recovery Group LLC As Assignee Of Vwr International	5/28/24	279
Corgenix	5/28/24	963
Cotchett Pitre And Mccarthy LLP	5/28/24	7,063
Denka Company Limited	5/28/24	8,073
Denka Company Limited	5/28/24	130
Diasorin Inc	5/28/24	1,555
Dynex Technologies Inc	5/28/24	1,038
Edwards Business Machines Inc	5/28/24	1,009
Ernst & Young LLP	5/28/24	747
Fair Harbor Capital LLC As Assignee Of	5/28/24	32,610
Fair Harbor Capital LLC As Assignee Of	5/28/24	581
Fedex Techconnect Inc	5/28/24	14,279
Finnegan Henderson Farabow Garrett & Dunner Llp	5/28/24	7,543
General Atomics As Assignee Of	5/28/24	28,057
Global Crossing Telecommunications Inc	5/28/24	527
Hain Capital Investors LLC As Assignee Of	5/28/24	76,680
Hain Capital Investors LLC As Assignee Of	5/28/24	3,555
Halfpenny Technologies, Inc	5/28/24	4,845
Hanover Mob LLC	5/28/24	601
Horizon Healthcare Services Inc	5/28/24	76,680
Illumina Inc	5/28/24	10,090
Inova Diagnostic Inc	5/28/24	1,805
Kronus Inc	5/28/24	3,656
Labtech Diagnostics LLC	5/28/24	1,344
Mckean, Anna	5/28/24	8,812
Mediris Solutions LLC	5/28/24	3,022
Mercodia Inc	5/28/24	3,960
Metabolon Inc.	5/28/24	46,412
Midlogreen LLC	5/28/24	692
Mobelux LLC	5/28/24	825
Peak 10 Inc	5/28/24	697
Phillips & Cohen LLP	5/28/24	7,698
Pietragallo Gordon Alfano Bosick & Raspanti LLP	5/28/24	4,540
Pnc Equipment Finance LLC	5/28/24	63,074
Praxair Distribution Inc	5/28/24	900
Profootball Inc	5/28/24	5,045
Qliktech Inc	5/28/24	502
Rasky Baerlein Strategic Comm Inc	5/28/24	4,067
Sbertoli, Douglas L	5/28/24	11,098
Sigmaaldrich	5/28/24	524
Spain And Gillon LLC	5/28/24	624
State Of Florida Dep Of Legal Affairs	5/28/24	686
State Of North Carolina	5/28/24	667
Stericycle Inc	5/28/24	844

Suntrust Bank	5/28/24	3,660
Toyota Tsusho America Inc	5/28/24	3,376
Trinity Biotech, Inc	5/28/24	1,782
U. S. Department of Justice	5/29/24	820,172
West End Lock & Security	5/28/24	789
Wiltshire, Cheryl A	5/28/24	5,374
Distribution #8		\$ 3,955,503
Prior Distributions Voided		(47,117)
Net Distribution		\$ 3,908,386

Exhibit B

[United States Trustee Post-Confirmation Report]

UNITED STATES BANKRUPTCY COURT

EASTERN DISTRICT OF VIRGINIA

Richmond Division

Clear All Fields

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In re: HEALTH DIAGNOSTIC LABORATORY,
INC., et al.

Debtor(s)

§
§
§
§

Case No. 15-32919

Lead Case No. 15-32919

☒ Jointly Administered

Post-confirmation Report

Chapter 11

Quarter Ending Date: 06/30/2024

Petition Date: 06/07/2015

Plan Confirmed Date: 05/12/2016

Plan Effective Date: 05/12/2016

This Post-confirmation Report relates to: ☐ Reorganized Debtor

☒ Other Authorized Party or Entity: Liquidating Trustee

Name of Authorized Party or Entity

Click "Generate PDF"
to Remove Watermark

/s/ Robert S. Westermann

Signature of Responsible Party

07/19/2024

Date

Robert S. Westermann

Printed Name of Responsible Party

Hirschler Fleischer, P.C.

2100 East Cary Street

Richmond, Virginia 23223

Address

STATEMENT: This Periodic Report is associated with an open bankruptcy case; therefore, Paperwork Reduction Act exemption 5 C.F.R. § 1320.4(a)(2) applies.

Debtor's Name HEALTH DIAGNOSTIC LABORATORY, INC., et al.

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Case No. 15-32919

Part 1: Summary of Post-confirmation Transfers

	Current Quarter	Total Since Effective Date
a. Total cash disbursements	\$5,651,834	\$0
b. Non-cash securities transferred	\$0	\$0
c. Other non-cash property transferred	\$0	\$0
d. Total transferred (a+b+c)	\$5,651,834	\$0

Part 2: Preconfirmation Professional Fees and Expenses

a.		Approved Current Quarter	Approved Cumulative	Paid Current Quarter	Paid Cumulative
	Professional fees & expenses (bankruptcy) incurred by or on behalf of the debtor <i>Aggregate Total</i>				
	<i>Itemized Breakdown by Firm</i>				
Add	Firm Name	Role			
Delete	i	N/A			

b.		Approved Current Quarter	Approved Cumulative	Paid Current Quarter	Paid Cumulative
	Professional fees & expenses (nonbankruptcy) incurred by or on behalf of the debtor <i>Aggregate Total</i>				
	<i>Itemized Breakdown by Firm</i>				
Add	Firm Name	Role			
Delete	i	N/A			
c.	All professional fees and expenses (debtor & committees)				

Part 3: Recoveries of the Holders of Claims and Interests under Confirmed Plan

	Total Anticipated Payments Under Plan	Paid Current Quarter	Paid Cumulative	Allowed Claims	% Paid of Allowed Claims
a. Administrative claims	\$1,747,630	\$0	\$1,747,630	\$1,747,630	100%
b. Secured claims	\$14,681,508	\$0	\$14,681,508	\$14,681,508	100%
c. Priority claims	\$53,529	\$0	\$22,939	\$53,529	43%
d. General unsecured claims	\$0	\$3,908,386	\$78,624,005	\$198,229,696	40%
e. Equity interests	\$0	\$0	\$0		

Part 4: Questionnairea. Is this a final report? Yes ☐ No ☒

If yes, give date Final Decree was entered:

If no, give date when the application for Final Decree is anticipated: 05/13/2025

b. Are you current with quarterly U.S. Trustee fees as set forth under 28 U.S.C. § 1930? Yes ☒ No ☐

Debtor's Name HEALTH DIAGNOSTIC LABORATORY, INC., et al.

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Case No. 15-32919

Privacy Act Statement

28 U.S.C. § 589b authorizes the collection of this information and provision of this information is mandatory. The United States Trustee will use this information to calculate statutory fee assessments under 28 U.S.C. § 1930(a)(6) and to otherwise evaluate whether a reorganized chapter 11 debtor is performing as anticipated under a confirmed plan. Disclosure of this information may be to a bankruptcy trustee when the information is needed to perform the trustee's duties, or to the appropriate federal, state, local, regulatory, tribal, or foreign law enforcement agency when the information indicates a violation or potential violation of law. Other disclosures may be made for routine purposes. For a discussion of the types of routine disclosures that may be made, you may consult the Executive Office for United States Trustee's systems of records notice, UST-001, "Bankruptcy Case Files and Associated Records." *See* 71 Fed. Reg. 59,818 et seq. (Oct. 11, 2006). A copy of the notice may be obtained at the following link: http://www.justice.gov/ust/eo/rules_regulations/index.htm. Failure to provide this information could result in the dismissal or conversion of your bankruptcy case, or other action by the United States Trustee. 11 U.S.C. § 1112(b)(4)(F).

I declare under penalty of perjury that the foregoing Post-confirmation Report and its attachments, if any, are true and correct and that I have been authorized to sign this report.

/s/ Robert S. Westermann

Signature of Responsible Party

Counsel for Liquidating Trustee

Title

Robert S. Westermann

Printed Name of Responsible Party

07/19/2024

Date

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